

Dennis J. Nolan, Esq.
Luma al-Shabib, Esq.
Beth D. Simon, Esq.
ANDERSON KILL P.C.
1251 Avenue of the Americas
New York, New York 10020
(212) 278-1000

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendants.

In re BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

IRVING L. PICARD, Trustee for the
Liquidation of Bernard L. Madoff Investment
Securities LLC,

Plaintiff,

v.

ALPHA PRIME ASSET MANAGEMENT LTD,
ALPHA PRIME FUND LIMITED, CARRUBA
ASSET MANAGEMENT LIMITED, REGULUS
ASSET MANAGEMENT LIMITED, and
SENATOR FUND SPC,

Defendants.

Case No. 08-1789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

12-CV-002162 (JSR)

**NOTICE OF MOTION OF ANDERSON KILL P.C.
TO WITHDRAW AS COUNSEL TO DEFENDANTS ALPHA PRIME
FUND, LTD., ALPHA PRIME ASSET MANAGEMENT, LTD., CARRUBA
ASSET MANAGEMENT LTD., REGULUS ASSET MANAGEMENT
LTD., AND SENATOR FUND SPC.**

PLEASE TAKE NOTICE, that at the time and date to be determined by the Court, Anderson Kill P.C. will move before the Honorable Jed S. Rakoff, United States District Judge, at the United States District Court, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York to withdraw as counsel to Defendants Alpha Prime Fund, Ltd., Alpha Prime Asset Management, Ltd., Carruba Asset Management Ltd., Regulus Asset Management Ltd., and Senator Fund SpC (the "Motion").

PLEASE TAKE FURTHER NOTICE that, in support of the Motion, Anderson Kill P.C. shall rely upon the accompanying Memorandum of Law, Declaration of Dennis J. Nolan in support of the Motion, and the proposed order annexed hereto.

Dated: New York, New York
October 2, 2013

Respectfully submitted,

ANDERSON KILL P.C.

By: **Dennis J. Nolan**
Dennis J. Nolan
Luma al-Shabib
Beth D. Simon
1251 Avenue of the Americas
New York, New York 10020
(212) 278-1000
(212) 278-1733 (Fax)

EXHIBIT A

Dennis J. Nolan, Esq.
Luma al-Shabib, Esq.
Beth D. Simon, Esq.
ANDERSON KILL P.C.
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Case No. 08-1789 (BRL)

SIPA LIQUIDATION

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**ORDER GRANTING APPLICATION OF ANDERSON KILL P.C.
TO WITHDRAW AS COUNSEL TO DEFENDANTS ALPHA PRIME
FUND, LTD., ALPHA PRIME ASSET MANAGEMENT, LTD., CARRUBA
ASSET MANAGEMENT LTD., REGULUS ASSET MANAGEMENT
LTD., AND SENATOR FUND SPC.**

Upon the application (the "Application") of Anderson Kill P.C. ("AK"), counsel to Defendants Alpha Prime Fund, Ltd., Alpha Prime Asset Management, Ltd., Carruba Asset Management Ltd., Regulus Asset Management Ltd., and Senator Fund SpC, for entry of an order authorizing AK to withdraw as counsel; and due and proper notice of the Application having been given; and it appearing that no other or further notice is required; and upon consideration of the Application and all pleadings related thereto; and no objection to the Application having been made, and sufficient cause having been shown therefore; it is hereby:

ORDERED that the Application is GRANTED.

Dated: New York, New York
October __, 2013

Honorable Jed S. Rakoff